

**OFFICIAL FILE
ILLINOIS COMMERCE COMMISSION**

ORIGINAL

(File Original and 3 copies)

Docket No. _____
ICC Office Use Only

Please provide the appropriate information in the () areas in the heading below.

Urban Media of Illinois, Inc. :

Application for a certificate of :
local and interexchange authority :
to operate as a reseller and/or facilities- :
based carrier of telecommunications :
services throughout the State of Illinois. :

00-0302

CHIEF CLERK'S OFFICE

APR 19 11 29 AM '00

ILLINOIS
COMMERCE COMMISSION

**APPLICATION FOR CERTIFICATE TO BECOME A
TELECOMMUNICATIONS CARRIER**

GENERAL

1. Applicant's Name (including d/b/a, if any)

FEIN# 77-0540018

Urban Media of Illinois, Inc.

Address: **101 University Avenue, Suite 400**

City: **Palo Alto** State/Zip: **CA 94301**

2. Authority Requested: (Mark all that apply) ☒ 13-403 ☒ 13-404 ☒ 13-405

3. Request for waivers/variances: In applications for exchange service authority under Sections 13-404 or 13-405, waivers of Part 710 and of Section 735.180 of Part 735 are generally requested. In applications for interexchange service authority under Sections 13-403 and 13-404, waivers of Part 710 and Part 735 are generally requested. Please indicate which waivers Applicant is requesting.

☒ Part 710 ☒ Part 735 ☒ Section 735.180 ☐ Other

4. In what area of the state does the Applicant propose to provide service?

Applicant proposes to offer service in the following exchanges: Arlington Heights, Aurora, Barrington, Belleville, Bellwood, Bensenville, Chicago Heights, Chicago (Zones 1 through 11), Cicero, Collinsville, Deerfield, Downers Grove, Dupo, East St. Louis, Edgemont, Elmhurst, Evanston, Forrest, Franklin Park, Freeburg, Glen Ellyn, Glen Carbon, Glencoe, Granite City, Grays Lake, Half Day, Highland Park, Hillside, Hinsdale, Lake Forest, Lansing, Lemont, Libertyville, Lombard, Maywood, Millstadt, Naperville, Northbrook, O Fallon, Oak Lawn, O'Hare Airport, Palatine, Park

Ridge, River Grove, Roselle, Roseville, Skokie, Summit, Summum, Warrenville, Wellington, Western Springs, Wheaton, Willmette

5. Please attach a sheet designating contact persons to work with Staff on the following:

- a) issues related to processing this application
- b) consumer issues
- c) customer complaint resolution
- d) technical and service quality issues
- e) "tariff" and pricing issues
- f) 9-1-1 issues
- g) security/law enforcement

Please identify each contact person's (i) name, (ii) title, (iii) mailing address, (iv) telephone number, (v) facsimile number, and (vi) e-mail address, if any.

Please see Attachment 1.

7. Please check type of organization?

☐ Individual
☐ Partnership

☒ Corporation

Date corporation was formed **March 21, 2000**
In what state? **Delaware**

☐ Other (Specify)

8. Submit a copy of articles of incorporation and a copy of certificate of authority to transact business in Illinois.

Please see Attachment 2.

9. List jurisdictions in which Applicant is offering service(s).

None. However, Applicant is affiliated with corporations that have pending or will shortly submit applications to provide telecommunications services in New Jersey, Pennsylvania, Maryland, Washington D.C., Virginia, Georgia, Florida, Michigan, Texas, Colorado and California.

10. Has the Applicant, or any principal in Applicant, been denied a Certificate of Service or had its certification revoked or suspended in any jurisdiction in this or another name?

☐ YES (Please provide details) ☒ NO

11. Have there been any complaints against the Applicant in any other jurisdiction?

☐ YES ☒ NO

If YES, describe fully. _____

12. Will the Applicant keep its books and records in Illinois? ☐ YES ☒ NO

If NO, permission pursuant to 83 Ill. Adm. Code Part 250 needs to be requested.

Pursuant to 83 Ill. Adm. Code Part 250, Applicant requests permission to keep its books and records in the State of California. Applicant will pay for any expenses incurred by the Commission in viewing the books and records.

MANAGERIAL

13. Please attach evidence of the applicant's managerial and technical resources and ability to provide service. This may be in either narrative form, resumes of key personnel, or a combination of these forms.

Please see Attachment 3.

14. List officers of Applicant.

Sean Doherty, President
Michael Morris, Vice-President and Secretary

15. Does any officer of Applicant have an ownership or other interest in any other entity which has provided or is currently providing telecommunications services? ☒ YES ☐ NO

If YES, list entity.

As noted above, Applicant is affiliated with corporations seeking authority to provide services in a number of other states. Mr. Doherty and Mr. Morris are officers of those companies as well.

16. How will Applicant bill for its service(s)?

Applicant will bill monthly for the services it provides. Applicant has not yet identified a specific billing platform but will be able to bill for all of the appropriate surcharges and taxes as required by the ICC.

17. How does Applicant propose to handle service, billing, and repair complaints?

Service, billing and repair complaints will be handled through service representatives who will either be on site or located at a building near by.

18. Will personnel be available at Applicant's business office during regular working hours to respond to inquiries about service or billing? ☒ YES ☐ NO

19. What telephone number(s) would a customer use to contact your company?

Applicant will supply a toll-free number prior to providing service.

20. What are your procedures to prevent unauthorized "slamming" of customers?

Applicant will implement effective procedures to prevent the unauthorized slamming of customers. Such procedures will comply fully with the requirements of this Commission and the FCC.

21. If granted authority to operate as a local exchange carrier, will the applicant abide by the following 83 Illinois Administrative Code Parts: 705, 710, 720, 725, 735, 755, 756, 757, 770, and 772?

☒ YES ☐ NO (If no, please provide an explanation.)

22. Will the applicant sign and return membership forms to the Universal Telephone Assistance Corporation and the Illinois Telecommunications Access Corporation? ☒ YES ☐ NO

FINANCIAL

23. Please attach evidence of applicant's financial fitness through the submission of its most current income statement and balance sheet, or other appropriate documentation of applicant's financial resources and ability to provide service.

Please see Attachment 4.

TECHNICAL

24. Does Applicant utilize its own equipment and/or facilities? ☒ YES ☐ NO

If YES, please list:

Urban Media will deploy a DMS500 with Class 3,4, and 5 functionality, a router and an ATM switch in Urban Media's facilities. Urban Media will lease transport to connect its customers to the Urban Media switch and to the public switched network.

If NO, which facility provider(s)'s services does Applicant use?


25. Please describe the nature of service to be provided (e.g., operator services, internet, debit cards, long distance service, local service).

Applicant will provide local, intraLATA toll, data, private line, operator service and long distance to its customers.

26. Will technical personnel be available at all times to assist customers with service problems?
☒ YES ☐ NO

27. If Applicant intends to provide payphone service, will the equipment utilized comply with FCC requirements and Finding (9) of the Commission Order entered in Docket No. 84-0442 on June 11, 1986, including, but not limited to: (a) touch dialing; (b) access to 9-1-1 and "0" operator dialing without use of a coin; (c) rules governing use of payphones by disabled persons; (d) ability to complete local and long-distance calls; (e) unlimited duration for local calls; and (f) a message explaining the telephone's general operations, dialing instructions for emergency assistance, payphone owner's name, method of reporting service problems and method of receiving credit for faulty calls? ☐ YES ☐ NO

Applicant does not intend to provide payphone services.



Karen L. Notsund, Senior Director
Urban Media Communications Corporation

VERIFICATION

This application shall be verified under oath.

OATH

State of California

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)ss

County of Alameda

)

Karen L. Notsund makes oath and says that she is Senior Director, Regulatory & External Affairs of Urban Media Communications Corporation and that she has examined the foregoing application and that to the best of her knowledge, information, and belief, all statements of fact contained in the said application are true, and the said application is a correct statement of the business and affairs of the above-named applicant in respect to each and every matter set forth therein.


(Signature of affiant)

(Signature of affiant)

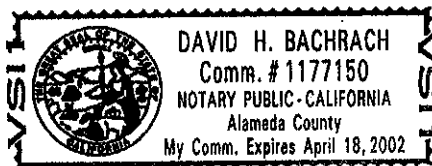
Subscribed and sworn to before me, a Notary Public/ Dan H. Bachrach
(Title of person authorized to administer oaths)

(Title of person authorized to administer oaths)

in the State and County above named, this 4 day of April, 2000.

David H. Bachrach
(Signature of person authorized to administer oath)

(Signature of person authorized to administer oath)



ATTACHMENT 1

CONTACT PERSONS

The Contact information requested is the following:

a) issues related to processing this application

Karen Notsund Senior Director, Regulatory & External Affairs
One Kaiser Plaza, Suite 1350
Oakland, CA 04612
Tel: 510-302-0307
Fax: 510-302-0336
Email: knotsund@urbanmedia.com

with copies to

Haran C. Rashes Clark Hill P.L.C.
Roderick S. Coy 2455 Woodlake Cr.
Okemos, MI 48864
Tel: 517-381-9193
Fax: 517-381-0268
Email: hrashes@clarkhill.com

b) consumer issues

Karen Notsund Senior Director, Regulatory & External Affairs
One Kaiser Plaza, Suite 1350
Oakland, CA 04612
Tel: 510-302-0307
Fax: 510-302-0336
Email: knotsund@urbanmedia.com

c) customer complaint resolution

Karen Notsund Senior Director, Regulatory & External Affairs
One Kaiser Plaza, Suite 1350
Oakland, CA 04612
Tel: 510-302-0307
Fax: 510-302-0336
Email: knotsund@urbanmedia.com

d) technical and service quality issues

Al Finnell Director, Carrier Relations
One Kaiser Plaza, Suite 1350
Oakland, CA 94612
Tel: 510-302-0325
Fax: 510-302-0336
Email: afinnell@urbanmedia.com

e) "tariff" and pricing issues

Heidi Sieck Manager, Regulatory Affairs
One Kaiser Plaza, Suite 1350
Oakland, CA 04612
Tel: 510-302-0310
Fax: 510-302-0336
Email: hsieck@urbanmedia.com

f) 9-1-1 issues

Al Finnell Director, Carrier Relations
One Kaiser Plaza, Suite 1350
Oakland, CA 94612
Tel: 510-302-0325
Fax: 510-302-0336
Email: afinnell@urbanmedia.com

g) security/law enforcement

Joe Faber Senior Counsel
One Kaiser Plaza, Suite 1350
Oakland, CA 94612
Tel: 510-302-0317
Fax: 510-302-0336
Email: jfaber@urbanmedia.com

ATTACHMENT 2

**ARTICLES OF INCORPORATION
AND CERTIFICATE OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**

COPY

File Number 6098-117-5

State of Illinois
Office of
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF
URBAN MEDIA OF ILLINOIS, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 12TH
day of APRIL A.D. 2000 and of
the Independence of the United States the two
hundred and 24TH



Jesse White

Secretary of State

C-2123

Received Time Apr.14. 2:40PM

Form **BCA-13.15**
(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62758
Telephone (217) 782-1834
<http://www.sos.state.il.us>

This space for use by Secretary of State

FILED

APR 12 2000

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 4/12/00
License Fee \$
Franchise Tax \$ 25.00
Filing Fee \$ 75.00
Penalties \$
Approved \$ 100.00

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

(a) CORPORATE NAME: Urban Media of Illinois, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME:

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware

(b) Date of Incorporation: March 21, 2000

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located:

101 University Ave., Ste. 400

Palo Alto, CA 94301

(b) Address of principal office in Illinois:

(If none, so state)
None.

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent Illinois Corporation Service Company

First Name

Middle Name

Last Name

Registered Office 700 South 2nd Street

Number

Street

Suite #

Springfield

62704

Sangamon

City

ZIP Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
Delaware

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President	See attached rider			
Secretary				
Director				
Director				
Director				

If more than 3, attach list

Received Time Apr. 14. 2:40PM

7. Purpose or purposes proposed to be pursued in transacting business in this state:
 (If not sufficient space to cover this point, add one or more sheets of this size.)
 To provide telecommunication services in Illinois.

045

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common Stock		\$0.01	100	100

9. Paid-in Capital: \$ 1.00

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 3,000,000
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 3,000,000
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 2,000,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 2,000,000

11. Interrogatories: (Important - this section must be completed.)

- " (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: principal office
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 100
- (d) Is the corporation transacting business in this state at this time? no
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated April 4, 2000
 (Month & Day) (Year)

attested by Michael Morris
 (Signature of Secretary or Assistant Secretary)
 Michael Morris, Secretary
 (Type or Print Name and Title)

Urban Media of Illinois, Inc.
 (Exact Name of Corporation)
 Michael Morris
 (Signature of President or Vice President)
 by Michael Morris, VP
 (Type or Print Name and Title)

- * PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

- " When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

C-171.11

Received Time Apr. 14. 2:40PM

Officers/Directors Rider

Name

Title

Address

✓ Sean Doherty

President and Sole Director

101 University Ave., Suite 400
Palo Alto, CA 94301

✓ Michael Morris

Vice President and Secretary

101 University Ave., Suite 400
Palo Alto, CA 94301

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Received Time Apr-14: 2:40PM

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "URBAN MEDIA OF ILLINOIS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF MARCH, A.D. 2000, AT 9 O'CLOCK A.M.

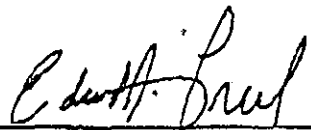
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3198398 8100

001144158

NO. 2422 P. 17/76


Edward J. Freel, Secretary of State

0331070

AUTHENTICATION:

03-22-00

DATE:

CORP SERVICE CO

MAR. 23. 2000 10:24AM

CERTIFICATE OF INCORPORATION

OF

URBAN MEDIA OF ILLINOIS, INC.
a Delaware corporation

ARTICLE I

The name of this corporation is Urban Media of Illinois, Inc.

ARTICLE II

The address of the registered office of the corporation in the State of Delaware is 1013 Centre Road, City of Wilmington 19805, County of New Castle; and the name of the registered agent of the corporation in the State of Delaware at such address is Corporation Service Company.

ARTICLE III

The nature of the business or purposes to be conducted or promoted by the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

This corporation is authorized to issue one class of stock to be designated Common Stock. The total number of shares of Common Stock authorized to be issued is One hundred (100) shares with a par value of \$.01 per share.

ARTICLE V

The name and mailing address of the incorporator is as follows:

Laura E. Karassik
c/o Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, California 94304-1050

ARTICLE VI

The Board of Directors of the corporation is expressly authorized to adopt, amend or repeal the by-laws of the corporation, but the stockholders may make additional by-laws and may alter or repeal any by-law whether adopted by them or otherwise.

ARTICLE VII

Elections of directors need not be by written ballot unless a stockholder demands election by written ballot at the meeting and before voting begins or unless the Bylaws of the Corporation shall so provide.

ARTICLE VIII

A director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Delaware General Corporation Law as the same exists or may hereafter be amended. Any repeal or modification of this Article Eight shall not adversely affect any right or protection of a director of the corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purposes of forming a corporation pursuant to corporation law of the State of Delaware, does make this certificate, hereby declaring and certifying, under penalties of perjury, that this is my act and deed and the facts herein stated are true, and accordingly, has hereunto set her hand this 26th day of March, 2000.

Urban Media of Illinois, Inc.
a Delaware corporation

By: Laura E. Karassik
Laura E. Karassik,
Incorporator

ATTACHMENT 3

**MANAGERIAL AND TECHNICAL RESOURCES
AND ABILITY TO PROVIDE SERVICE**

Brief biographies of Urban Media's Executive Management Team are as follows:

- **Sean Doherty, Chief Executive Officer**

Sean Doherty is one of the co-founders of Urban Media and serves as the Company's Chief Executive Officer. From 1995-1997, he was a co-founder of the @Home Network, serving as @Home's Chief Operating Officer and later as the President of @Home's business-to-business services division, @Work. Prior to that, Mr. Doherty was the founder and CEO of TEAM Software, a developer of workgroup applications for the Internet and corporate networks. Mr. Doherty also served as Chief Financial Officer and subsequently as President of TradeNet, Inc., an online transaction network for commodity traders. Mr. Doherty holds a degree in Music Theory and Composition from the University of Maryland and the Salzburg Music Academy (Austria).

- **Paul Mockapetris, Chief Technology Officer**

Paul Mockapetris is co-founder and Chief Technology Officer at Urban Media. Mr. Mockapetris is a 25-year veteran of the information technology industry and is the creator of the Domain Name System (DNS) and the first to implement the SMTP mail protocol. Prior to Urban Media, Mr. Mockapetris was a co-founder of @Home, where he directed the development and implementation of one of the world's first broadband Internet backbone networks. An Internet pioneer, Mr. Mockapetris worked on the DCS Project (a high-speed LAN) and then on the ARPANET where he served as Program Manager for Networking. Mr. Mockapetris holds degrees in Physics and Electrical Engineering from MIT and a PhD in Information and Computer Science from the University of California, Irvine. In addition to his roles at Urban Media and @Home, Mr. Mockapetris has served as IETF Chair, CTO for Software.com and Director of the HPCC Division at USC/Information Sciences Institute.

- **Atam Lalchandani, Chief Financial Officer**

Atam Lalchandani, a co-founder of Urban Media, serves as the company's Chief Financial Officer. Mr. Lalchandani brings more than 20 years of information technology experience to Urban Media. Since 1992, Mr. Lalchandani has been a financial and strategic consultant for various companies in the San Francisco Bay Area, including @Home, Calico Technology, Cerent, Equinix, Fiberlane Communications, Juniper Networks and SoftNet Systems. Other roles for Mr. Lalchandani have included Chief Financial Officer of Oracle's domestic operations and Chief Executive Officer for Objectivity, a venture-backed database software company.

- **Mark Davis, Vice President of Engineering**

Mark Davis has sixteen years of telecommunications network design experience. Mr. Davis is Vice President of Engineering and is responsible for planning and implementing Urban Media's nationwide telephony operations. Prior to joining Urban Media, Mr. Davis was Vice President of Engineering - Telephony Technology for Cox Communications Inc. where he played a key role in the successful launch of both commercial and residential telecommunications services in major cities across the U.S. Mr. Davis developed, implemented and managed switching, transport and access requirements for Cox's competitive local exchange operations in nine cities. Mr. Davis's accomplishments in the cable industry include transforming a traditional coax cable network into a highly reliable full-service network by promoting a route-diverse fiber-ring architecture. He holds a Bachelor of Science in Technology from Georgia Southern University and is a member of IEEE and the Society of Cable Telecommunications Engineers.

- **Michael Morris, Vice President of Regulatory and External Affairs**

Michael Morris serves as Urban Media's Vice President for Regulatory and External Affairs. He is responsible for developing, communicating and implementing Urban Media's public policy positions at local, state and federal government levels. He is also in charge of seeking regulatory approval for Urban Media to provide telecommunications services in numerous markets nationwide, as well as negotiating and interconnection relationships with other carriers. Mr. Morris is a former executive with AT&T and with Teleport Communications Group, one of the first major competitive local exchange carriers. He has more than 20 years experience in telecommunications policy issues, including experience with Continental Cablevision (now Media One) and the California Cable Television Association.

- **Roy Frederickson, Vice President of Operation Support System**

Roy Frederickson is responsible for the planning and implementation of Urban Media's operation support systems, including those for billing, ordering, provisioning. Mr. Frederickson also has responsibility for the internal communication systems that will enable Urban Media to function as a well-integrated company when responding to customer needs. Mr. Frederickson has 18 years of experience in both the telecommunications and e-commerce industries. Prior to joining Urban Media, Mr. Frederickson served as Vice President – Customer Care & Billing Business Unit for LHS where he led the end-to-end delivery of LHS' B2B and B2Me customer relationship management and billing products for wireless broadband. Mr. Frederickson also spent three years as Director and CIO - Information Services for US West Media Group Intl / MediaOne (Malaysia). Mr. Frederickson brings extraordinary expertise in information systems, especially those used for billing and customer care. He holds an MBA in Finance from Fairleigh Dickinson University in Madison N.J and a BSBA in Business Administration from Clarion University in Pennsylvania.

- **Brian Bursch, Director for Business Development**

Brian Bursch is responsible for coordinating Urban Media's strategic technology partnerships and alliances. Mr. Bursch has over nineteen years of experience in the telecommunications industry. Prior to joining Urban Media, Mr. Bursch was the Director of Business Development for MCI WorldCom in the Shared Tenant Services Division. Mr. Bursch holds a BS in Business from the University of Richmond, and an MS in Information Systems Management from Seattle Pacific University.

- **Rod McGinn, Director of Engineering, Network Switching Systems**

Rod McGinn is responsible for the construction of Urban Media's next-generation network and engineering new communications solutions for business customers. Prior to joining Urban Media, Mr. McGinn served as Director of Engineering, Network Switching Systems at Cox Communications. While at Cox Communications, Mr. McGinn was responsible for the development, design and deployment of Cox's Digital Switch NetworkA. Mr. McGinn was also instrumental in the creation of Cox's Signaling System 7 and Local Number Portability Network, along with establishing network interconnections between switch networks with other carriers, RBOCs, CLECs and independents. Mr. McGinn holds a Bachelor of Science in Electrical Engineering from the University of Kansas.

ATTACHMENT 4

FINANCIAL RESOURCES

CONFIDENTIAL

FILED UNDER SEAL

STATE OF ILLINOIS

BEFORE THE ILLINOIS COMMERCE COMMISSION

Urban Media of Illinois, Inc.	:	Docket No.
Application for a certificate of	:	
local and interexchange authority	:	
to operate as a reseller and facilities	:	
based carrier of telecommunications	:	
services throughout the State of Illinois	:	

**PRE-FILED TESTIMONY OF KAREN NOTSUND
ON BEHALF OF URBAN MEDIA OF ILLINOIS, INC.**

Q. PLEASE STATE YOUR NAME, POSITION, AND BUSINESS ADDRESS.

A. My name is Karen Notsund. I am the Senior Director of Regulatory and External Affairs for Urban Media Communications Corporation, the ultimate parent company of Applicant Urban Media of Illinois, Inc ("Urban Media"). My business address is One Kaiser Plaza, Suite 1350, Oakland, California 94612.

Q. ARE YOU THE SAME KAREN NOTSUND WHO CAUSED THE APPLICATION TO BE FILED IN THIS MATTER?

A. Yes. The application was prepared at my direction and based on my knowledge. I respectfully request that the ICC approve Urban Media's application as filed.

Q. PLEASE BRIEFLY DESCRIBE YOUR BACKGROUND AND QUALIFICATIONS.

A. Prior to joining Urban Media in January of this year, I worked for ICG Communications as the Senior Director of Government Affairs. From 1995 to March 1999, I worked for Teleport Communications Group and later AT&T (once the AT&T/TCG merger was complete) as the Director of Regulatory and External Affairs for the western region. I was employed as a Regulatory Analyst at the California Public Utilities Commission within the Division of Ratepayer Advocates from 1989 to 1995.

My educational background is in economics. I earned a B.S. in economics from the University of Oregon in 1983 and a M.S. in agricultural economics from the University of

California at Davis in 1986. I also completed two years of Ph.D. coursework in agricultural economics at UC Davis from 1986 to 1988.

Q. WHAT IS THE PURPOSE OF YOUR TESTIMONY?

- A. The purpose of my testimony is to sponsor the application of Urban Media for a certificate of local and interexchange authority to operate as a facilities-based carrier and reseller of telecommunications services. Urban Media's application seeks authority to provide these services throughout the service areas in Illinois set forth in paragraph 4 of the application. I sponsor the exhibits included with the application, and will answer questions as requested by the ICC Staff to clarify the application.

Q. PLEASE DESCRIBE THE ORGANIZATION OF URBAN MEDIA.

- A. Urban Media is a Delaware corporation. The company was formed on March 21, 2000. It is a wholly owned subsidiary of UMC Holdings, Inc., which in turn is a wholly owned subsidiary of Urban Media Communications Corporation, also a Delaware corporation. Urban Media's certificate of intrastate authority was obtained on April 12, 2000. Copies of these documents are attached to my testimony as Exhibit 1. These documents were also attached to the application.

Q. PLEASE OUTLINE URBAN MEDIA'S MANAGERIAL AND TECHNICAL QUALIFICATIONS.

- A. Urban Media's management team has extensive telecommunications experience and expertise. Attached to the application is a brief description of the backgrounds of the executive management team of the company. This material is attached as Exhibit 2 to my testimony. As illustrated by this biographical information, Urban Media's management personnel are experienced and have had extensive training in the communications industry, which gives them the managerial and technical ability to implement and provide the local exchange services for which authority is requested.

Q. DOES URBAN MEDIA HAVE ADEQUATE FINANCIAL ABILITY AND ACCESS TO CAPITAL TO PROVIDE THE PROPOSED LOCAL EXCHANGE SERVICES IN ILLINOIS?

- A. Urban Media is financially qualified to possess a license to provide basic local exchange service. In particular, Urban Media has access to the financing and capital necessary to conduct its telecommunications operations as specified in this Application. All of Urban Media's expenses will be met through funding from its ultimate parent company, Urban Media Communications Corporation. Therefore, Urban Media has the financial support necessary to procure, install and operate facilities and to hire and train the personnel necessary to operate those facilities. Urban Media's financial strength and ability to offer the above service is demonstrated in the Urban Media Communications Corporation's unaudited financial statements, copies of which are attached hereto as Confidential Exhibit 3, filed under seal. The financial statements include an income summary statement and a balance sheet. Also enclosed is the company's business plan, which consists of projected balance sheets, cash flow statements, and accounts receivable statements through 2005. These financial documents establish a positive equity in the company. Further, attached is a Letter of Guarantee from the parent company to Urban Media of Illinois, Inc. that the parent will provide all necessary funds. This exhibit is provided to the ICC under seal, with copies marked "Confidential" provided to the ICC Staff under separate cover.

Q. HAVE ANY AFFILIATES OF URBAN MEDIA OR ANY COMPANIES WITH COMMON OWNERSHIP WITH URBAN MEDIA BEEN DENIED CLEC AUTHORITY OR HAD ITS CLEC AUTHORITY REVOKED OR SUSPENDED IN ANY JURISDICTION?

A. No.

Q. HAS URBAN MEDIA, OR HAVE ANY AFFILIATES OF URBAN MEDIA OR ANY COMPANIES WITH COMMON OWNERSHIP WITH URBAN MEDIA, HAD ANY COMPLAINTS FILED AGAINST IT IN ILLINOIS OR IN ANY OTHER JURISDICTION?

A. No.

Q. WILL URBAN MEDIA KEEP ITS BOOKS AND RECORDS IN ILLINOIS?

A. The application specifically requests permission to keep the company's books and records in the State of California. Urban Media will cooperate in any way with the ICC in making those records available, and will pay for any expenses incurred by the ICC in viewing the books and records.

Q. HOW WILL URBAN MEDIA BILL FOR ITS SERVICES?

- A. Urban Media will send out bills monthly in accordance with its Billing and Collection of Charges policy. Urban Media's Billing and Collection Charges policy complies with the requirements in 83 Illinois Administrative Code Part 735.70 and is attached as Exhibit 4 to my testimony.

Q. HOW WILL URBAN MEDIA HANDLE SERVICE, BILLING, AND REPAIR COMPLAINTS?

- A. Urban Media will handle complaints in accordance with its company policy. Urban Media's Complaints Policy complies with 83 Illinois Administrative Code Part 735.190 and is attached as Exhibit 5 to my testimony.

Q. WHAT TELEPHONE NUMBER(S) WOULD A CUSTOMER USE TO CONTACT YOUR COMPANY?

- A. Upon commencement of service, a local and/or toll-free contact number will be publicized and distributed.

Q. WHAT ARE YOUR PROCEDURES TO PREVENT UNAUTHORIZED "SLAMMING" OF CUSTOMERS?

- A. Urban Media will institute effective measures to prevent unauthorized slamming, which will comply fully with the requirements of the Illinois Commerce Commission and the Federal Communications Commission, and will follow the requirements of Section 13-902 of the Illinois Public Utilities Act.

Q. IF GRANTED AUTHORITY TO OPERATE AS A LOCAL EXCHANGE CARRIER, WILL THE APPLICANT ABIDE BY THE FOLLOWING 83 ILLINOIS ADMINISTRATIVE CODE PARTS: 705, 710, 720, 725, 735, 755, 756, 757, 770, AND 772?

- A. Yes.

Q. WILL THE APPLICANT SIGN AND RETURN MEMBERSHIP FORMS TO THE UNIVERSAL TELEPHONE ASSISTANCE CORPORATION AND THE ILLINOIS TELECOMMUNICATIONS ACCESS CORPORATION?

A. Yes. The forms have been completed and forwarded to the ICC Staff.

Q. WILL APPLICANT UTILIZE ITS OWN EQUIPMENT AND/OR FACILITIES?

A. Yes. Urban Media will install a DMS 500 switch and transmission equipment to provide local and intraLATA toll services to its customers. In addition, Urban Media will negotiate resale contracts with various carriers for exchange, intraLATA and interLATA intrastate services and facilities.

Q. PLEASE DESCRIBE THE NATURE OF THE SERVICES URBAN MEDIA WILL PROVIDE IN ILLINOIS.

A. Urban Media proposes to offer the full range of voice and data services to businesses. A more complete description of the services is contained in Exhibit 6.

Q. WHAT GEOGRAPHIC AREAS WILL URBAN MEDIA SERVE?

A. Urban Media seeks to provide basic local exchange service in selected zones and exchanges within the State of Illinois. Specifically, Urban Media requests authority to operate in the following exchanges and zones: Arlington Heights, Aurora, Barrington, Belleville, Bellwood, Bensenville, Chicago Heights, Chicago (Zones 1 through 11), Cicero, Collinsville, Deerfield, Downers Grove, Dupon, East St. Louis, Edgemont, Elmhurst, Evanston, Forrest, Franklin Park, Freeburg, Glen Ellyn, Glen Carbon, Glencoe, Granite City, Grays Lake, Half Day, Highland Park, Hillside, Hinsdale, Lake Forest, Lansing, Lemont, Libertyville, Lombard, Maywood, Millstadt, Naperville, Northbrook, O Fallon, Oak Lawn, O'Hare Airport, Palatine, Park Ridge, River Grove, Roselle, Roseville, Skokie, Summit, Summum, Warrenville, Wellington, Western Springs, Wheaton, Willmette.

Q. HOW WILL URBAN MEDIA ESTABLISH ITS LOCAL CALLING AREAS?

A. In the exchanges in which Urban Media will provide service, Urban Media's local calling areas will be geographically the same as the local calling areas of the incumbent local exchange carrier.

Q. PLEASE EXPLAIN THE CIRCUMSTANCES THAT WARRANT A DEPARTURE FROM THE PRESUBSCRIBED UNIFORM SYSTEM OF ACCOUNTS (USOA- 83 ILLINOIS ADMINISTRATIVE CODE PART 710).

A. The ultimate parent company, Urban Media Communications Corporation, is a new company that keeps its financial accounts according to General Accepted Accounting Principles. It would be burdensome and resource intensive to require one subsidiary, Urban Media of Illinois, Inc., to keep its financial records according to the Uniform System of Accounts. Urban Media has provided its Chart of Accounts, which is attached to my testimony as Exhibit 7.

Q. WILL THE ACCOUNTING SYSTEM IMPLEMENTED BY URBAN MEDIA PROVIDE SUFFICIENTLY DETAILED DATA FOR THE PREPARATION OF ILLINOIS GROSS RECEIPTS TAX RETURNS? WHAT SPECIFIC ACCOUNTS OR SUB-ACCOUNTS PROVIDE THIS DATA?

A. The accounting system will provide sufficient detail to prepare the Illinois Gross Receipts Tax return. No sub-accounts other than the accounts shown on Exhibit 7 will be used.

Q. WILL THE ACCOUNTING SYSTEM USED BY URBAN MEDIA SUBSCRIBE TO GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (GAAP)?

A. Yes.

Q. WILL URBAN MEDIA MAINTAIN ITS RECORDS IN SUFFICIENT DETAIL TO FACILITATE THE CALCULATION OF ALL APPLICABLE TAXES (I.E. FEDERAL, STATE, AND MUNICIPAL TAXES)? PLEASE PROVIDE THE LIABILITY ACCOUNT TITLES THAT ALLOW FOR THESE CALCULATIONS.

A. Urban Media will maintain its records in sufficient detail to facilitate calculation of all applicable taxes. The liability titles where this information can be found are Federal Taxes Payable, State Taxes Payable, and City Taxes Payable. The actual calculation will be made from the revenue and expense accounts.

Q. IF A WAIVER OF 83 ILLINOIS ADMINISTRATIVE CODE PART 710 IS GRANTED, WILL URBAN MEDIA PROVIDE ANNUAL AUDITED STATEMENTS FOR ALL PERIODS SUBSEQUENT TO GRANTING OF THE WAIVER?

A. Urban Media will provide annual audited financial statements for all periods subsequent to granting of a waiver or partial waiver of 83 Illinois Administrative Code Part 710.

Q. DOES URBAN MEDIA AGREE THAT THE REQUESTED WAIVER OF CODE PART 710 WILL NOT EXCUSE IT FROM COMPLIANCE WITH FUTURE ILLINOIS COMMERCE COMMISSION ("COMMISSION") RULES OR AMENDMENTS TO PART 710 OTHERWISE APPLICABLE TO THE APPLICANT?

A. Yes.

Q. DOES URBAN MEDIA PLAN TO PROVIDE PREPAID SERVICE AND/OR CUSTOMER DEPOSITS? IF SO, PLEASE EXPLAIN HOW THE COMPANY PLANS TO ACCOUNT FOR THESE UNEARNED REVENUES IN ITS CHART OF ACCOUNTS.

A. Urban Media will not provide prepaid service, but may require deposits. If so, in the liability section of the Chart of Accounts the company will have "customer deposit" accounts to account for this service.

Q. WILL THE CHART OF ACCOUNTS USED BY APPLICANT SEPARATE ILLINOIS-SPECIFIC INTERSTATE AND INTRASTATE OPERATIONS, FROM THAT OF THE REST OF THE COMPANY? PLEASE PROVIDE THE ACCOUNT TITLES THAT FACILITATE THIS SEPARATION.

A. Yes. The base chart of accounts will be departmentalized to account for interstate and intrastate operations from the rest of the company. The Chart of Accounts in Exhibit 7 is for the ultimate parent company and does not yet have state specific subaccounts. The process to create state specific subaccounts has begun but is not yet complete.

Q. DOES URBAN MEDIA PLAN TO PROVIDE SERVICE IN THE SAME TERRITORY OF ANY RURAL TELECOMMUNICATIONS CARRIER? PLEASE NOTE THAT, IN ORDER TO PROVIDE LOCAL SERVICE IN THE TERRITORY

OF RURAL TELECOMMUNICATIONS CARRIERS, APPLICANT MUST FILE PETITIONS WITH THE COMMISSION TO OBTAIN PERMISSION TO INTERCONNECT WITH EACH CARRIER SEPARATELY? (PURSUANT TO SECTION 251, SUBSECTION (F) (1) OF THE TELECOMMUNICATIONS ACT OF 1996).

- A. Urban Media plans to provide service in all the geographic areas previously listed. At this time no rural areas are included.
- Q. HAS URBAN MEDIA BEGUN CONTRACT NEGOTIATIONS WITH THE INCUMBENT LOCAL EXCHANGE CARRIER (ILEC) TO UTILIZE THE ILEC'S FACILITIES? DOES URBAN MEDIA AGREE TO FILE ALL NEGOTIATED AGREEMENTS WITH THE COMMISSION FOR APPROVAL? PLEASE INDICATE WHICH ACCOUNTS IN APPLICANT'S ACCOUNTING SYSTEM PROVIDE FOR UTILIZATION OF THE UNDERLYING CARRIERS FACILITIES.**
- A. Urban Media has approached Southwestern Bell Corporation (SBC) regarding opting into an existing interconnection agreement. Urban Media agrees to file with the Commission any interconnection agreements it enters into. The account in the Chart of Accounts that provides utilization expense is "leased lines" in account 5000.
- Q. HAS APPLICANT BEGUN CONTRACT NEGOTIATIONS WITH THE INCUMBENT LOCAL EXCHANGE CARRIER (ILEC) TO ENSURE THAT ITS SUBSCRIBERS ARE INCLUDED IN A DIRECTORY? (ASSUMING A VARIANCE OF PART 735.180 IS GRANTED). IF NOT, WHEN DOES APPLICANT PLAN TO BEGIN THESE NEGOTIATIONS?**
- A. No. Urban Media will begin discussions with SBC to provide directory service to its customers upon certification.
- Q. PLEASE PROVIDE THE NAME, ADDRESS, TELEPHONE, AND FAX NUMBER OF THE 911 CONTACT PERSON FOR YOUR COMPANY.**
- A. The company's 9-1-1 contact person is Al Finnell, Director Carrier Relations, One Kaiser Plaza, Suite 1350, Oakland, California 94612. Mr. Finnell's phone number is (510) 302-0325 and his fax number is (510) 302-0336. He can also be reached by email at afinnell@urbanmedia.com.

Q. WILL APPLICANT ENSURE THAT 911 TRAFFIC IS HANDLED IN ACCORDANCE WITH THE 83 ILLINOIS ADMINISTRATIVE CODE PART 725 AND THE EMERGENCY TELEPHONE SYSTEM ACT?

A. Yes.

Q. WILL APPLICANT CONTACT AND ESTABLISH A WORKING RELATIONSHIP WITH 911 SYSTEMS WHEN IT BEGINS TO PROVIDE LOCAL TELEPHONE SERVICE?

A. Yes.

Q. WILL APPLICANT COORDINATE WITH THE ILEC AND LOCAL 911 SYSTEMS TO PROVIDE TRANSPARENT SERVICE TO ITS LOCAL EXCHANGE CUSTOMERS?

A. Yes.

Q. WHO WILL BE RESPONSIBLE FOR BUILDING AND MAINTAINING THE 911 DATA BASE FOR APPLICANT'S LOCAL EXCHANGE CUSTOMERS?

A. Al Finnell will be the company person responsible for building and maintaining the 9-1-1 database for Urban Media's local exchange customers. Urban Media intends to use the ILEC 911 database for its local exchange customers. However, Urban Media will have an internal database of its local exchange customers and will send customer specific information to the ILEC or a third party vendor (SCC) for inclusion into the ILEC 911 database.

Q. HOW OFTEN WILL APPLICANT UPDATE THE 911 DATA BASE WITH CUSTOMER INFORMATION?

A. The 9-1-1 database will be updated daily or at such time that new customers begin service with the company.

Q. WILL APPLICANT'S BILLING SYSTEM HAVE THE ABILITY TO DISTINGUISH BETWEEN FACILITIES-BASED AND RESALE FOR THE COLLECTION OF THE 911 SURCHARGE AND ITAC LINE CHARGE?

A. Yes.

Q. DOES APPLICANT HAVE PROCEDURES FOR THE TRANSITIONING OF THE 911 SURCHARGE COLLECTION AND DISBURSEMENT TO THE LOCAL 911 SYSTEM?

A. Urban Media will develop procedures to transition 9-1-1 surcharge collection and disbursement to the local 9-1-1 system.

Q. WILL APPLICANT'S PROPOSAL REQUIRE ANY NETWORK CHANGES TO ANY OF THE 911 SYSTEMS?

A. No network changes to the 911 systems will be required.

Q. WILL APPLICANT BE ABLE TO MEET THE REQUIREMENTS SPECIFIED UNDER PART 725.500(O) AND 725.620(B) FOR THE INSTALLATION OF CALL BOXES?

A. Yes.

Q. DOES APPLICANT PLAN TO FILE FOR A WAIVER OF PART 725.500(O) AND 725.620(B) IN THE FUTURE?

A. Yes. Urban Media will apply for such a waiver in the future.

Q. PLEASE PROVIDE THE NAME, ADDRESS, TELEPHONE, AND FAX NUMBER OF THE PERSON AT YOUR COMPANY THAT WILL BE RESPONSIBLE FOR WORKING WITH THE COMMISSION'S CONSUMER SERVICES DIVISION FOR COMPLAINT RESOLUTION?

A. Karen Notsund, One Kaiser Plaza, Suite 1350, Oakland, California, 94612, Telephone: (510) 302-0307, Facsimile: (510) 302-0336.

Q. IS YOUR COMPANY SEEKING ANY WAIVERS OR VARIANCES OF CERTAIN COMMISSION RULES AND REGULATIONS IN THIS PROCEEDING THAT

**PERTAIN TO LOCAL EXCHANGE SERVICE? PLEASE PROVIDE EVIDENCE
AS TO WHY YOUR COMPANY IS SEEKING ANY WAIVER OR VARIANCE.**

- A. Urban Media seeks to substitute the chart of accounts in Exhibit 7, and to use that chart of accounts rather than the Uniform System of Accounts in Part 710, to the extent there are differences. Urban Media also seek permission to keep its books and records in California rather than in Illinois. In addition, we seek in the future a waiver from the call box requirements in the 9-1-1 service section, but not as a part of this application. We will comply with Part 735. As to part 735.180, Urban Media seeks to not have to create its own directory, but confirms that the Urban Media will contract with the ILEC to list Urban Media's customers in a directory.

**Q. WILL YOUR COMPANY COMPLY WITH 83 ILLINOIS ADMINISTRATIVE
CODE PART 772, PAY-PER-CALL SERVICES, INCLUDING PART 772.55(A)(1),
BILLING AND PART 772.100(D) NOTICES?**

- A. Yes.

**Q. WILL YOUR COMPANY COMPLY WITH 83 ILLINOIS ADMINISTRATIVE
CODE PART 705, PRESERVATION OF RECORDS OF TELEPHONE UTILITIES?**

- A. Yes.

**Q. WILL YOUR COMPANY ABIDE BY 83 ILLINOIS ADMINISTRATIVE CODE
PART 735, "PROCEDURES GOVERNING THE ESTABLISHMENT OF CREDIT,
BILLING, DEPOSITS, TERMINATION OF SERVICE AND ISSUANCE OF
TELEPHONE DIRECTORIES FOR TELEPHONE UTILITIES IN THE STATE OF
ILLINOIS"?**

- A. Yes.

Q. WHO WILL PROVIDE CUSTOMER REPAIR SERVICE FOR YOUR COMPANY?

- A. Urban Media will provide its own customer repair service through Urban Media employees or Urban Media subcontractors.

Q. HOW MANY PEOPLE DOES THE COMPANY EMPLOY?

A. Urban Media of Illinois has no employees at this time. As the company initiates service, all employees will be furnished by the parent company, Urban Media Communications Corp. As operations in Illinois grow, employees will be located in Illinois.

Q. WILL YOUR COMPANY MEET THE REQUIREMENTS AS THEY PERTAIN TO THE TELEPHONE ASSISTANCE PROGRAMS IMPOSED BY SECTIONS 13.301 AND 13.301.1 OF THE ILLINOIS PUBLIC UTILITIES ACT AND 83 ILLINOIS ADMINISTRATIVE CODE PART 757?

A. Yes.

Q. WILL YOUR COMPANY SOLICIT, COLLECT, AND REMIT THE VOLUNTARY CONTRIBUTIONS FROM ITS TELEPHONE SUBSCRIBERS TO SUPPORT THE TELEPHONE ASSISTANCE PROGRAMS?

A. Yes.

Q. DOES YOUR COMPANY PLAN ON FILING TO BECOME AN ELIGIBLE TELECOMMUNICATIONS CARRIER?

A. Yes.

Q. DOES THE COMPANY REALIZE THAT IT WILL NOT BE ABLE TO RECEIVE ANY OF THE FEDERAL REIMBURSEMENTS FOR THE LIFELINE AND LINK UP PROGRAMS IF IT IS NOT AN ELIGIBLE CARRIER?

A. Yes.

Q. WILL YOUR COMPANY OFFER ALL OF THE WAIVERS ASSOCIATED WITH THE UNIVERSAL TELEPHONE SERVICE ASSISTANCE PROGRAMS (UTSAP)?

A. Yes.

Q. WILL YOUR COMPANY ABIDE BY THE REGULATIONS AS PRESCRIBED IN 83 ILLINOIS ADMINISTRATIVE CODE PART 755, "TELECOMMUNICATIONS ACCESS FOR PERSONS WITH DISABILITIES," 83 ILLINOIS ADMINISTRATIVE CODE PART 756 "TELECOMMUNICATIONS RELAY SERVICE," AND SECTIONS 13-703 OF THE ILLINOIS PUBLIC UTILITIES ACT?

A. Yes.

Q. WILL THE COMPANY'S BILLING SYSTEM BE ABLE TO DISTINGUISH BETWEEN RESALE AND FACILITIES BASED SERVICE FOR THE COLLECTION OF THE ITAC LINE CHARGE?

A. Yes.

Q. HAS YOUR COMPANY SIGNED AND RETURNED THE UNIVERSAL TELEPHONE ASSISTANCE CORPORATION ("UTAC") AND THE ILLINOIS TELECOMMUNICATIONS ACCESS CORPORATION ("ITAC") TO COMMISSION STAFF?

A. Yes.

Q. PLEASE DESCRIBE YOUR COMPANY'S INTERNAL PROCESS FOR COMPLAINT RESOLUTION, THE ESCALATION PROCESS WITHIN YOUR COMPANY, AND WHEN A CUSTOMER IS NOTIFIED THAT THEY MAY CONTACT THE ILLINOIS COMMERCE COMMISSION FOR ASSISTANCE.

A. See the attached Exhibit 5, as revised, for the internal customer complaint procedures.

Q. WILL THE COMPANY FILE TARIFFS FOR ALL SERVICES AND CHARGES ASSOCIATED WITH PROVIDING LOCAL TELEPHONE SERVICE, INCLUDING SPECIFIC PROGRAMS. E.G., 9-1-1, UTAC, AND ITAC?

A. Yes.

Q. HOW DOES YOUR COMPANY PLAN TO SOLICIT CUSTOMERS ONCE IT BEGINS TO PROVIDE LOCAL SERVICE?

A. Urban Media plans to solicit customers in the buildings where it has placed transmission equipment.

Q. WILL YOUR COMPANY ABIDE BY FEDERAL AND STATE SLAMMING LAWS?

A. Yes.

Q. HAS YOUR COMPANY WRITTEN GUIDELINES TO PREVENT THE UNAUTHORIZED SLAMMING OF LOCAL EXCHANGE CUSTOMERS?

A. Not at this time. Guidelines will be in place prior to service offerings, consistent with Section 13-902 of the Illinois Public Utilities Act.

Q. HAS YOUR COMPANY PROVIDED SERVICE UNDER ANY OTHER NAME?

A. No.

Q. HAVE ANY COMPLAINTS OR JUDGMENTS BEEN LEVIED AGAINST THE COMPANY? (INSTATE, OUT-OF-STATE, OR FCC)?

A. No.

Q. DOES THIS CONCLUDE YOUR TESTIMONY?

A. Yes.

VERIFICATION

This testimony is hereby verified under oath.

OATH

State of California

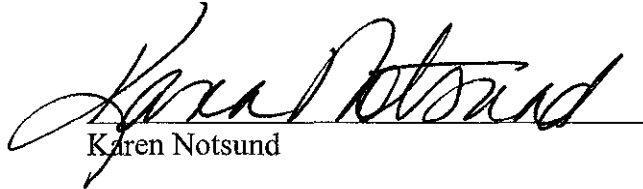
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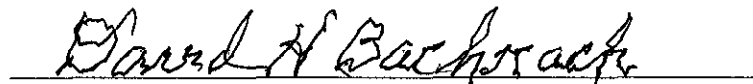
Karen Notsund makes oath and says that she is the Senior Director of Regulatory and External Affairs of Urban Media, that she has examined the foregoing testimony and that to the best of her knowledge, information, and belief, all statements of fact contained in the said testimony are true, and the said testimony is a correct statement of the business and affairs of the above-named applicant in respect to each and every matter set forth therein.


Karen Notsund

Subscribed and sworn to before me, a Notary Public/


(Title of person authorized to administer oaths)

in the State and County above named, this 7th day of April 2000.


(Signature of person authorized to administer oath)

